

FORM D

SEC Mail Processing
SectionNotice of Exempt
Offering of Securities

JAN 23 2009

U.S. Securities and Exchange Commission

Washington, DC 20549

Washington, DC

(See instructions beginning on page 5)

Intentional misstatements or omissions of fact constitute federal criminal violations. See 18 U.S.C. 1001.

1455091
OMB APPROVAL

OMB Number: 3235-0076

Expires: January 31, 2009

Estimated average burden
hours per response: 4.00

Item 1. Issuer's Identity

Name of Issuer

LAYER 7 TECHNOLOGIES INC.

Jurisdiction of Incorporation/Organization

CANADA

Year of Incorporation/Organization
(Select one)☒ Over Five Years Ago☐ Within Last Five Years
(specify year)

Previous Name(s)

☒ None

Entity Type (Select one)

☒ Corporation☐ Limited Partnership☐ Limited Liability Company☐ General Partnership☐ Business Trust☐ Other (Specify)(If more than one issuer is filing this notice, check this box ☐ and identify additional issuer(s) by attaching Items 1 and 2 Continuation Page(s).)

Item 2. Principal Place of Business and Contact Information

Street Address 1

SUITE 405

Street Address 2

1100 MELVILLE ST.

City

VANCOUVER

State/Province/Country

BC/CANADA

ZIP/Postal Code

V6E 4A6

Phone No.

800-681-9377

PROCESSED

FEB 06 2009

THOMSON REUTERS

Item 3. Related Persons

Last Name

TIMLIN

First Name

JOE

Middle Name

Street Address 1

1395 RIDGEWOOD DRIVE

Street Address 2

City

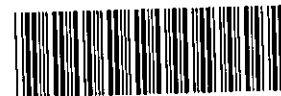
NORTH VANCOUVER

State/Province/Country

BC/CANADA

ZIP/Postal Code

V7R 1J4



09002214

Relationship(s): ☐ Executive Officer ☒ Director ☐ Promoter

Clarification of Response (if Necessary)

(Identify additional related persons by checking this box ☒ and attaching Item 3 Continuation Page(s).)

Item 4. Industry Group (Select one)

☐

Agriculture

Banking and Financial Services

☐ Commercial Banking☐ Insurance☐ Investing☐ Investment Banking☐ Pooled Investment FundIf selecting this industry group, also select one fund
type below and answer the question below:☐ Hedge Fund☐ Private Equity Fund☐ Venture Capital Fund☐ Other Investment FundIs the issuer registered as an investment
company under the Investment Company
Act of 1940? ☐ Yes ☐ No☐ Other Banking & Financial Services☐

Business Services

Energy

☐ Electric Utilities☐ Energy Conservation☐ Coal Mining☐ Environmental Services☐ Oil & Gas☐ Other Energy

Health Care

☐ Biotechnology☐ Health Insurance☐ Hospitals & Physicians☐ Pharmaceuticals☐ Other Health Care☐

Manufacturing

Real Estate

☐ Commercial☐

Construction

☐

REITS & Finance

☐

Residential

☐

Other Real Estate

☐

Retailing

☐

Restaurants

Technology

☐ Computers☐ Telecommunications☒ Other Technology

Travel

☐ Airlines & Airports☐ Lodging & Conventions☐ Tourism & Travel Services☐ Other Travel☐

Other

Item 5. Issuer Size (Select one)

Revenue Range (for issuer not specifying "hedge" or "other investment" fund in Item 4 above)

- ☐ No Revenues
- ☐ \$1 - \$1,000,000
- ☐ \$1,000,001 - \$5,000,000
- ☐ \$5,000,001 - \$25,000,000
- ☐ \$25,000,001 - \$100,000,000
- ☐ Over \$100,000,000
- ☒ Decline to Disclose
- ☐ Not Applicable

OR

Aggregate Net Asset Value Range (for issuer specifying "hedge" or "other investment" fund in Item 4 above)

- ☐ No Aggregate Net Asset Value
- ☐ \$1 - \$5,000,000
- ☐ \$5,000,001 - \$25,000,000
- ☐ \$25,000,001 - \$50,000,000
- ☐ \$50,000,001 - \$100,000,000
- ☐ Over \$100,000,000
- ☐ Decline to Disclose
- ☐ Not Applicable

Item 6. Federal Exemptions and Exclusions Claimed (Select all that apply)

- ☐ Rule 504(b)(1) (not (i), (ii) or (iii))
- ☐ Rule 504(b)(1)(i)
- ☐ Rule 504(b)(1)(ii)
- ☐ Rule 504(b)(1)(iii)
- ☐ Rule 505
- ☒ Rule 506
- ☐ Securities Act Section 4(6)

Investment Company Act Section 3(c)

- ☐ Section 3(c)(1)
- ☐ Section 3(c)(2)
- ☐ Section 3(c)(3)
- ☐ Section 3(c)(4)
- ☐ Section 3(c)(5)
- ☐ Section 3(c)(6)
- ☐ Section 3(c)(7)

- ☐ Section 3(c)(9)
- ☐ Section 3(c)(10)
- ☐ Section 3(c)(11)
- ☐ Section 3(c)(12)
- ☐ Section 3(c)(13)
- ☐ Section 3(c)(14)

Item 7. Type of Filing

☒ New Notice **OR** ☐ Amendment

Date of First Sale in this Offering: **OR** ☐ First Sale Yet to Occur

Item 8. Duration of Offering

Does the issuer intend this offering to last more than one year? ☐ Yes ☒ No

Item 9. Type(s) of Securities Offered (Select all that apply)

- ☐ Equity
- ☒ Debt
- ☐ Option, Warrant or Other Right to Acquire Another Security
- ☐ Security to be Acquired Upon Exercise of Option, Warrant or Other Right to Acquire Security
- ☐ Pooled Investment Fund Interests
- ☐ Tenant-in-Common Securities
- ☐ Mineral Property Securities
- ☐ Other (Describe)

Item 10. Business Combination Transaction

Is this offering being made in connection with a business combination transaction, such as a merger, acquisition or exchange offer? ☐ Yes ☒ No

Clarification of Response (if Necessary)

Item 11. Minimum InvestmentMinimum investment accepted from any outside investor \$ **Item 12. Sales Compensation**

Recipient

Recipient CRD Number

☐ No CRD Number

(Associated) Broker or Dealer

☐ None

(Associated) Broker or Dealer CRD Number

☐ No CRD Number

Street Address 1

Street Address 2

City

State/Province/Country

ZIP/Postal Code

States of Solicitation ☐ All States

<input type="checkbox"/> AL	<input type="checkbox"/> AK	<input type="checkbox"/> AZ	<input type="checkbox"/> AR	<input type="checkbox"/> CA	<input type="checkbox"/> CO	<input type="checkbox"/> CT	<input type="checkbox"/> DE	<input type="checkbox"/> DC	<input type="checkbox"/> FL	<input type="checkbox"/> GA	<input type="checkbox"/> HI	<input type="checkbox"/> ID
<input type="checkbox"/> IL	<input type="checkbox"/> IN	<input type="checkbox"/> IA	<input type="checkbox"/> KS	<input type="checkbox"/> KY	<input type="checkbox"/> LA	<input type="checkbox"/> ME	<input type="checkbox"/> MD	<input type="checkbox"/> MA	<input type="checkbox"/> MI	<input type="checkbox"/> MN	<input type="checkbox"/> MS	<input type="checkbox"/> MO
<input type="checkbox"/> MT	<input type="checkbox"/> NE	<input type="checkbox"/> NV	<input type="checkbox"/> NH	<input type="checkbox"/> NJ	<input type="checkbox"/> NM	<input type="checkbox"/> NY	<input type="checkbox"/> NC	<input type="checkbox"/> ND	<input type="checkbox"/> OH	<input type="checkbox"/> OK	<input type="checkbox"/> OR	<input type="checkbox"/> PA
<input type="checkbox"/> RI	<input type="checkbox"/> SC	<input type="checkbox"/> SD	<input type="checkbox"/> TN	<input type="checkbox"/> TX	<input type="checkbox"/> UT	<input type="checkbox"/> VT	<input type="checkbox"/> VA	<input type="checkbox"/> WA	<input type="checkbox"/> WV	<input type="checkbox"/> WI	<input type="checkbox"/> WY	<input type="checkbox"/> PR

(Identify additional person(s) being paid compensation by checking this box ☐ and attaching Item 12 Continuation Page(s).)**Item 13. Offering and Sales Amounts**

(a) Total Offering Amount

\$ OR ☐ Indefinite

(b) Total Amount Sold

\$ (c) Total Remaining to be Sold
(Subtract (a) from (b))\$ OR ☐ Indefinite

Clarification of Response (if Necessary)

Item 14. InvestorsCheck this box ☐ if securities in the offering have been or may be sold to persons who do not qualify as accredited investors, and enter the number of such non-accredited investors who already have invested in the offering:

Enter the total number of investors who already have invested in the offering:

Item 15. Sales Commissions and Finders' Fees Expenses

Provide separately the amounts of sales commissions and finders' fees expenses, if any. If an amount is not known, provide an estimate and check the box next to the amount.

Sales Commissions \$ ☐ EstimateFinders' Fees \$ ☐ Estimate

Clarification of Response (if Necessary)

Item 16. Use of Proceeds

Provide the amount of the gross proceeds of the offering that has been or is proposed to be used for payments to any of the persons required to be named as executive officers, directors or promoters in response to Item 3 above. If the amount is unknown, provide an estimate and check the box next to the amount.

\$ 0

☐ Estimate

Clarification of Response (if Necessary)

Signature and Submission

Please verify the information you have entered and review the Terms of Submission below before signing and submitting this notice.

Terms of Submission. In Submitting this notice, each identified issuer is:

Notifying the SEC and/or each State in which this notice is filed of the offering of securities described and undertaking to furnish them, upon written request, in accordance with applicable law, the information furnished to offerees.*

Irrevocably appointing each of the Secretary of the SEC and the Securities Administrator or other legally designated officer of the State in which the issuer maintains its principal place of business and any State in which this notice is filed, as its agents for service of process, and agreeing that these persons may accept service on its behalf, of any notice, process or pleading, and further agreeing that such service may be made by registered or certified mail, in any Federal or state action, administrative proceeding, or arbitration brought against the issuer in any place subject to the jurisdiction of the United States, if the action, proceeding or arbitration (a) arises out of any activity in connection with the offering of securities that is the subject of this notice, and (b) is founded, directly or indirectly, upon the provisions of: (i) the Securities Act of 1933, the Securities Exchange Act of 1934, the Trust Indenture Act of 1939, the Investment Company Act of 1940, or the Investment Advisers Act of 1940, or any rule or regulation under any of these statutes; or (ii) the laws of the State in which the issuer maintains its principal place of business or any State in which this notice is filed.

Certifying that, if the issuer is claiming a Rule 505 exemption, the issuer is not disqualified from relying on Rule 505 for one of the reasons stated in Rule 505(b)(2)(iii).

* This undertaking does not affect any limits Section 102(a) of the National Securities Markets Improvement Act of 1996 ("NSMIA") [Pub. L. No. 104-290, 110 Stat. 3416 (Oct. 11, 1996)] imposes on the ability of States to require information. As a result, if the securities that are the subject of this Form D are "covered securities" for purposes of NSMIA, whether in all instances or due to the nature of the offering that is the subject of this Form D, States cannot routinely require offering materials under this undertaking or otherwise and can require offering materials only to the extent NSMIA permits them to do so under NSMIA's preservation of their anti-fraud authority.

Each identified issuer has read this notice, knows the contents to be true, and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person. (Check this box ☐ and attach Signature Continuation Pages for signatures of issuers identified in Item 1 above but not represented by signer below.)

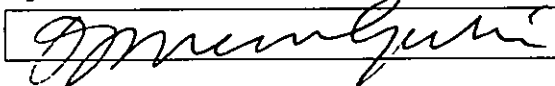
Issuer(s)

LAYER 7 TECHNOLOGIES INC.

Name of Signer

PRAVEEN GUPTA

Signature



Title

CHIEF FINANCIAL OFFICER

Number of continuation pages attached:

3

Date

JANUARY 21, 2009

Item 3 Continuation Page

Item 3. Related Persons (Continued)

Last Name	First Name	Middle Name
LUGSDIN	ANDREW	
Street Address 1	Street Address 2	
974 WEST 21ST AVENUE		
City	State/Province/Country	ZIP/Postal Code
VANCOUVER	BC/CANADA	V5Z 1Z1
Relationship(s): <input type="checkbox"/> Executive Officer <input checked="" type="checkbox"/> Director <input type="checkbox"/> Promoter		
Clarification of Response (if Necessary)		

Last Name	First Name	Middle Name
LYNN	BARRY	
Street Address 1	Street Address 2	
480 GREEN GLENN WAY		
City	State/Province/Country	ZIP/Postal Code
MILL VALLEY	CA/USA	94941-4018
Relationship(s): <input type="checkbox"/> Executive Officer <input checked="" type="checkbox"/> Director <input type="checkbox"/> Promoter		
Clarification of Response (if Necessary)		

Last Name	First Name	Middle Name
KOEPFLER	EDWARD	
Street Address 1	Street Address 2	
130 BRAYMORE COURT		
City	State/Province/Country	ZIP/Postal Code
INVERNESS	IL/USA	60010-6412
Relationship(s): <input checked="" type="checkbox"/> Executive Officer <input checked="" type="checkbox"/> Director <input type="checkbox"/> Promoter		
Clarification of Response (if Necessary) PRESIDENT, CEO, DIRECTOR		

Last Name	First Name	Middle Name
SPENCER	KEITH	
Street Address 1	Street Address 2	
2900 - 550 BURRARD STREET		
City	State/Province/Country	ZIP/Postal Code
VANCOUVER	BC/CANADA	V6C 0A3
Relationship(s): <input type="checkbox"/> Executive Officer <input checked="" type="checkbox"/> Director <input type="checkbox"/> Promoter		
Clarification of Response (if Necessary)		

Item 3 Continuation Page

Item 3. Related Persons (Continued)

Last Name	First Name	Middle Name
BOUBEZ	TOUFIC	
Street Address 1	Street Address 2	
2088 QUILCHENA CRESCENT		
City	State/Province/Country	ZIP/Postal Code
VANCOUVER	BC/CANADA	V6M 1E3
Relationship(s): <input checked="" type="checkbox"/> Executive Officer <input type="checkbox"/> Director <input type="checkbox"/> Promoter		
Clarification of Response (if Necessary) CHIEF TECHNOLOGY OFFICER, CEASED TO BE OFFICER OCTOBER 20, 2008		

Last Name	First Name	Middle Name
RASMUSSEN	GARRY	
Street Address 1	Street Address 2	
6739 DUFFERIN AVENUE		
City	State/Province/Country	ZIP/Postal Code
WEST VANCOUVER	BC/CANADA	V7W 2K3
Relationship(s): <input checked="" type="checkbox"/> Executive Officer <input checked="" type="checkbox"/> Director <input type="checkbox"/> Promoter		
Clarification of Response (if Necessary) CHAIRMAN & DIRECTOR, CEASED TO BE CHAIRMAN & DIRECTOR JUNE 19, 2008		

Last Name	First Name	Middle Name
MCLEAN	LONNY	
Street Address 1	Street Address 2	
559 DOLORES PLACE		
City	State/Province/Country	ZIP/Postal Code
NORTH VANCOUVER	BC/CANADA	V7N 3C6
Relationship(s): <input checked="" type="checkbox"/> Executive Officer <input type="checkbox"/> Director <input type="checkbox"/> Promoter		
Clarification of Response (if Necessary) VICE PRESIDENT, SALES		

Last Name	First Name	Middle Name
GUPTA	PRAVEEN	
Street Address 1	Street Address 2	
2665 MARINE DRIVE		
City	State/Province/Country	ZIP/Postal Code
WEST VANCOUVER	BC/CANADA	V7V 1L5
Relationship(s): <input checked="" type="checkbox"/> Executive Officer <input type="checkbox"/> Director <input type="checkbox"/> Promoter		
Clarification of Response (if Necessary) SECRETARY / CHIEF FINANCIAL OFFICER		

Item 3 Continuation Page

Item 3. Related Persons (Continued)

Last Name	First Name	Middle Name
MATSUO	JON	
Street Address 1	Street Address 2	
711 9TH AVENUE SOUTH		
City	State/Province/Country	ZIP/Postal Code
KIRKLAND	WA/USA	98033
Relationship(s): <input type="checkbox"/> Executive Officer <input checked="" type="checkbox"/> Director <input type="checkbox"/> Promoter		
Clarification of Response (if Necessary) CEASED TO BE DIRECTOR ON JUNE 19, 2008		

Last Name	First Name	Middle Name
GIUNTA	SIKI	
Street Address 1	Street Address 2	
1351 KIRBY RD		
City	State/Province/Country	ZIP/Postal Code
MCLEAN	VA/USA	94941-4018
Relationship(s): <input type="checkbox"/> Executive Officer <input checked="" type="checkbox"/> Director <input type="checkbox"/> Promoter		
Clarification of Response (if Necessary) CEASED TO BE DIRECTOR ON JUNE 19, 2008		

Last Name	First Name	Middle Name
Street Address 1	Street Address 2	
City	State/Province/Country	ZIP/Postal Code
Relationship(s): <input type="checkbox"/> Executive Officer <input type="checkbox"/> Director <input type="checkbox"/> Promoter		
Clarification of Response (if Necessary)		

Last Name	First Name	Middle Name
Street Address 1	Street Address 2	
City	State/Province/Country	ZIP/Postal Code
Relationship(s): <input type="checkbox"/> Executive Officer <input type="checkbox"/> Director <input type="checkbox"/> Promoter		
Clarification of Response (if Necessary)		

(Copy and use additional copies of this page as necessary.)

Form D 9
END